

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Breedlove Mark H.</u>			2. Issuer Name and Ticker or Trading Symbol <u>COGNITION THERAPEUTICS INC [CGTX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O COGNITION THERAPEUTICS, INC. 2500 WESTCHESTER AVE.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	PURCHASE NY 10577							
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								7,611	D	
Common Stock	10/13/2021		C		44,806	A	(1)	44,806	I	By Breedlove Family Limited Partnership. ⁽⁷⁾
Common Stock	10/13/2021		C		36,714	A	(2)	81,520	I	By Breedlove Family Limited Partnership. ⁽⁷⁾
Common Stock	10/13/2021		C		225,281	A	(3)	306,801	I	By Breedlove Family Limited Partnership. ⁽⁷⁾
Common Stock	10/13/2021		C		93,296	A	(4)	400,097	I	By Breedlove Family Limited Partnership. ⁽⁷⁾
Common Stock	10/13/2021		C		4,354	A	\$0.032	404,451	I	By Breedlove Family Limited Partnership. ⁽⁷⁾
Common Stock	10/13/2021		S	(5)	11.74	D	\$12	404,439	I	By Breedlove Family Limited Partnership. ⁽⁷⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	(1)	10/13/2021		C		144,928		(1)	(1)	Common Stock	44,806	\$0.00	0	I	By Breedlove Family Limited Partnership. ⁽⁷⁾
Series A-2 Convertible Preferred Stock	(2)	10/13/2021		C		118,835		(2)	(2)	Common Stock	36,714	\$0.00	0	I	By Breedlove Family Limited Partnership. ⁽⁷⁾
Series B Convertible Preferred Stock	(3)	10/13/2021		C		826,278		(3)	(3)	Common Stock	225,281	\$0.00	0	I	By Breedlove Family Limited Partnership. ⁽⁷⁾
Series B-1 Convertible Preferred Stock	(4)	10/13/2021		C		301,978		(4)	(4)	Common Stock	93,296	\$0.00	0	I	By Breedlove Family Limited Partnership. ⁽⁷⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (Right to Buy)	\$0.032	10/13/2021		X			4,354	03/15/2016 ⁽⁶⁾	03/15/2023 ⁽⁶⁾	Common Stock	4,354	\$0.00	0	I	By Breedlove Family Limited Partnership. ⁽⁷⁾

Explanation of Responses:

- The Series A-1 Convertible Preferred Stock converted into CGTX common stock upon the closing of the issuer's IPO, as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.
- The Series A-2 Convertible Preferred Stock converted into CGTX common stock upon the closing of the issuer's IPO, as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.
- The Series B Convertible Preferred Stock converted into CGTX common stock upon the closing of the issuer's IPO, as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.
- The Series B-1 Convertible Preferred Stock converted into CGTX common stock upon the closing of the issuer's IPO, as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.
- On October 13, 2021, the reporting person exercised a warrant to purchase 4,354 shares of CGTX common stock for \$0.032 per share. The reporting person paid the exercise price on a cashless basis, resulting in CGTX's withholding of 11.74 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 4,342 shares. The issuer paid cash to the reporting person in lieu of any fractional share amounts.
- The warrant expires on the earliest of (i) March 15, 2023, (ii) upon a liquidation, dissolution or winding up of the Company, (iii) the closing of a Sale Transaction (as defined in the warrant), (iv) upon the closing of the Issuer's initial public offering, or (v) upon repayment of a promissory note issued in connection with the warrant.
- Represents securities held by the Breedlove Family Limited Partnership. The reporting person, as general partner of the Breedlove Family Limited Partnership, may be deemed to beneficially own the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

By: /s/Lisa Ricciardi, Attorney-in-Fact 10/15/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.